

Blake D. Miller (4090)
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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re:

EASY STREET HOLDINGS, LCC, et al.,

Debtors.

Bankruptcy Case No. 09-29905
(Jointly Administered with Cases
09-29907 and 09-29908)

Chapter 11

Honorable R. Kimball Mosier

(Filed Electronically)

SUPPLEMENTAL APPLICATION OF CO-MANAGER, BDRC 4SITE, LLC
FOR REIMBURSEMENT OF ATTORNEYS' FEES AND COSTS

BDRC 4Site, LLC, ("BDRC 4Site") hereby submits to the Court its Supplemental Application for Reimbursement of Attorneys' Fees and Costs incurred in connection with its Final Fee Application. In support thereof, BDRC 4Site respectfully represents as follows:

1. Pursuant to the Court's October 4, 2009 Cash Collateral Order, the Debtor was required to employ the services of a Co-Manager. The Debtor selected BDRC 4Site as Co-Manager.

2. The Debtor and BDRC 4Site entered into a Professional Services Agreement, dated November 12, 2009, which agreement was subsequently revised. Pursuant to the Revised PSA, BDRC 4Site was to provide the co-management/advisory services outlined in Schedule 1 to that Agreement. In exchange for such services, the Debtor agreed to compensate BDRC 4Site in monthly installments of \$33,000 per month for the first two months of the term of the Revised PSA, and \$23,000 per month for the remainder of term of the Revised PSA.

3. By its Order Granting Debtor's Application to Employ BDRC 4 Site, LLC as Co-Manager (the "Employment Order," Docket No. 200), the Court granted Debtor's Application to Employ BDRC 4Site, LLC as Co-Manager (the "Employment Application," Docket No. 148), authorizing the Debtor to employ BDRC 4 Site under the Revised PSA, effective as of November 13, 2009. The Employment Order is attached as Exhibit "A."

4. Pursuant to paragraph 6 of the Employment Order, BDRC 4Site was required to file a "final application seeking final approval of amounts paid to or requested"

5. When the time came for the filing of the requisite final fee application, BDRC 4Site contacted Debtor's counsel and asked for it to be filed. BDRC 4Site was informed by Debtor's counsel that they would not assist BDRC 4Site and that it would have to retain its own counsel to file the required application.

6. BDRC 4Site subsequently retained its own counsel for the purpose of preparing, filing and prosecuting the final fee application.

7. At the time of BDRC 4Site's final fee application was filed, BDRC 4Site had not been paid a partial monthly fee of \$13,033, an agreed termination fee of \$46,000, plus costs of \$527.00. BDRC 4Site also believed it entitled to a financing procurement fee, the monthly fee

during the notice period of the Agreement and attorney fees and costs incident to the final fee application.

8. WestLB, AG objected to the BDRC 4Site fee application on all grounds other than the \$46,000 termination fee.

9. The Reorganized Debtor scheduled the initial hearing on BDRC 4Site's fee application for August 24, 2010. BDRC 4Site's counsel and a client representative from Texas attended the hearing. The travel costs for the BDRC 4Site representative was \$1,028.40. (Exhibit "B"). Due largely to the lack of hearing time as scheduled by the Reorganized Debtor, the hearing was continued to October 18, 2010.

10. At the rescheduled hearing, BDRC 4Site also had two representatives attend. For the issues related to this supplemental application, the attendance of at least one representative was required. The travel costs related to the attendance of one representative was \$1,028.40. (Exhibit "B").

11. At the final hearing, the Court allowed BDRC 4Site's request for the payment for the partial month, the termination fee, the unpaid cost and allowed, as final, all previous interim payments. The Court denied the request for a procurement fee or for fees related to the notice period. As to attorney fees, the Court indicated generally that attorneys' fees for filing and prosecuting fee applications are allowable and invited a supplemental application for that purpose. A copy of the Court's Order is attached as Exhibit "C."

12. BDRC 4Site has allocated its attorney fees and costs to relate to only the time and costs to file a final fee application for the partial month, the termination fee and unpaid costs and for final approval of past compensation and expenses. Although attorneys' fees and costs for the entire dispute, including the dispute over the procurement fee and notice payment, was

\$34,398.88, BDRC 4Site has allocated only \$5,525.00 for work related to the fees allowed by the Court. Attached as Exhibit "D" are the time entries for such work.

WHEREFORE, BDRC 4Site requests that this Court enter an Order:

- a. Approving this Application.
- b. Awarding BDRC 4Site reimbursable attorneys' fees incurred in the filing and prosecution of the final fee application as allowed by the Court in the amount of \$5,525.00, plus costs incurred of \$2,056.80.
- c. Providing such other and further relief as the Court deems necessary or proper.

DATED this 21st day of March 2011.

Miller Guymon, P.C.

/s/ Blake D. Miller
Blake D. Miller

Attorneys for BDRC 4Site

CERTIFICATE OF SERVICE

I hereby certify that, on this 21st day of March, 2011, a true and correct copy of the foregoing SUPPLEMENTAL APPLICATION OF CO-MANAGER, BDRC 4SITE, LLC FOR REIMBURSEMENT OF ATTORNEYS' FEES AND COSTS was served via CM/ECF on those registered to receive notice as of this date and by separate email on the following:

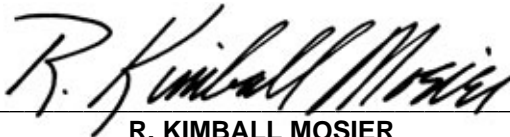
Annette W. Jarvis (jarvis.annette@dorsey.com)
Cameron M. Hancock (hancock.cameron@dorsey.com)
Scott A. Cummings (Cummings.scott@dorsey.com)
DORSEY & WHITNEY, LLP
Attorneys for WestLB, AG

/s/ Blake D. Miller

Exhibit “A”

The below described is **SIGNED**.

Dated: December 04, 2009



R. KIMBALL MOSIER
U.S. Bankruptcy Judge



Kenneth L. Cannon II (kcannon@djplaw.com) (3705)
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590 Madison Avenue, 20th Floor
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Telephone: (212) 223-4000/Fax: (212) 223-4134

Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	
)	
EASY STREET HOLDING, LLC, <i>et al.</i> ,)	Bankruptcy Case No. 09-29905
)	Jointly Administered with Cases
)	09-29907 and 09-29908
)	
Address: 201 Heber Avenue)	Chapter 11
Park City, UT 84060)	
)	Honorable R. Kimball Mosier
Tax ID Numbers:)	
35-2183713 (Easy Street Holding, LLC),)	
20-4502979 (Easy Street Partners, LLC), and)	[FILED ELECTRONICALLY]
84-1685764 (Easy Street Mezzanine, LLC))	

**ORDER GRANTING DEBTOR'S APPLICATION TO EMPLOY
BDRC 4 SITE, LLC AS CO-MANAGER**

On December 3, 2009, the Application of Easy Street Partners, LLC (the "Application,"
Docket No. 148 herein), as supplemented by the Notice of Revised Professional Services

Agreement Between Easy Street Partners, LLC and BDRC 4 Site, LLC, (the “Revised Professional Services Agreement, Docket No. 166 herein) for an order authorizing Easy Street Partners, LLC (the “Debtor”) to employ BDRC 4 Site, LLC (“BDRC”) as a co-manager to assist the Debtor in managing its business operations and restructuring its obligations, effective as of November 13, 2009, came before the Court for hearing. Appearances were made as noted on the record of the hearing. The Court made its findings and conclusions on the record of the hearing, which findings and conclusions are hereby incorporated into this Order.

Now, therefore, IT IS HEREBY ORDERED:

1. The Application is granted, as modified herein.
2. The Debtors are authorized to retain and employ BDRC as a co-manager as set forth in the Application, as modified herein.
3. BDRC shall be compensated for its services and reimbursed for any related expenses in accordance with the Revised Professional Services Agreement, as modified herein, subject to any other or further orders of the Court.
4. Paragraph 4.c. of the Revised Professional Services Agreement with BDRC is hereby modified to read follows: “Owner also agrees to reimburse BDRC 4Site for any out-of-pocket expenses reasonably incurred by BDRC 4Site in connection with the delivery of the Professional Services, including but not limited to, travel and similar services.”
5. On or before the fifteenth (15th) calendar day of each month for which BDRC is engaged, the Debtor shall file with the Court a report describing, on a project basis, the services performed by BDRC during the prior month.

6. A final application seeking final approval of amounts paid to or requested by BDRC shall be filed with the Court and noticed to parties in interest.

-----END OF ORDER-----

ORDER SIGNED

CLERK'S CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Order Granting Debtor's Application to Employ BDRC 4 Site, LLC as Co-Manager was served via first-class mail, postage prepaid, on the ____ day of December, 2009, on the following:

Michael V. Blumenthal
Crowell & Moring LLP
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New York, NY 10022

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Steven J. McCardell
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John T. Morgan
Office of the United States Trustee
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Salt Lake City, UT 84111

Lon A. Jenkins
Jones Waldo Holbrook & McDonough
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Salt Lake City, UT 84101

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201 South Main Street, Suite 2000
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Salt Lake City, UT 84101-1685

Richard W. Havel, Esq.
Sidley Austin LLP
555 West Fifth Street
Los Angeles, CA 90013-1010

Exhibit “B”

Invoice

6387 Camp Bowie Blvd
Suite B-345
Fort Worth, TX 76116

Date	Invoice #
8/15/2010	11-120

Bill To

The Sky Lodge
Mr. William Shoaf
201 Herber Avenue
Park City, Utah 84068

Description

Amount

Airline Ticket - Bryan Dorsey
Hotel Monaco Reservation

849.40
179.00

Total

\$1,028.40

Invoice

6387 Camp Bowie Blvd
Suite B-345
Fort Worth, TX 76116

Date	Invoice #
10/18/2010	11-122

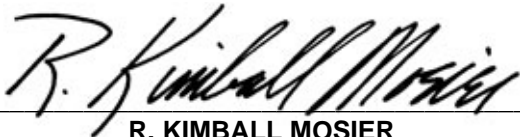
Bill To
The Sky Lodge Mr. William Shoaf 201 Herber Avenue Park City, Utah 84068

[illegible]

Exhibit “C”

The below described is **SIGNED**.

Dated: November 02, 2010



R. KIMBALL MOSIER
U.S. Bankruptcy Judge



Prepared and submitted by:

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Email: rhavel@sidley.com

Attorneys for WestLB, AG

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	
)	
EASY STREET HOLDING, LLC, <i>et al.</i> ,)	Bankruptcy Case No. 09-29905
)	Jointly Administered with Cases
Debtors.)	09-29907 and 09-29908
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Address: 201 Heber Avenue)	
Park City, UT 84060)	[FILED ELECTRONICALLY]
)	
Tax ID Numbers:)	
35-2183713 (Easy Street Holding, LLC),)	
20-4502979 (Easy Street Partners, LLC), and)	
84-1685764 (Easy Street Mezzanine, LLC))	
)	

**ORDER DENYING IN PART AND GRANTING IN PART THE FINAL FEE
APPLICATION OF CO-MANAGER, BDRC 4SITE, LLC FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES**

The matter before the Court is the Final Fee Application of Co-Manager BDRC 4site, LLC for Compensation for Services and Reimbursement of Expenses [Docket No. 625] (the “BDRC Fee Application”) filed by BDRC 4Site, LLC (“BDRC”). An initial hearing on the BDRC Fee Application was held on August 24, 2010, and a final hearing on the BDRC Fee Application was held on October 19, 2010 (the “Hearing”). Blake Miller appeared at the Hearing on behalf of BDRC and Cameron Hancock, Peggy Hunt, and Scott Cummings appeared on behalf of WestLB, AG (“WestLB”).

The Court has reviewed the BDRC Fee Application, the objections to the same filed by WestLB [Docket Nos. 663 and 703], the reply briefs filed in support by BDRC [Docket Nos. 671 and 704], the pleadings, exhibits, and other documents filed in this case, the arguments of counsel, evidence presented at the Hearing, and applicable case law. Based thereon, the Court made specific findings of fact and conclusions of law on the record at the Hearing, which are incorporated herein by reference (the “Findings”). In accordance with these Findings, the Court

HEREBY ORDERS AS FOLLOWS:

1. The BDRC Fee Application is DENIED with prejudice to the extent that (a) BDRC requests payment of a financing fee, listed in the BDRC Fee Application in the amount of \$86,792.20; and (b) BDRC seeks payment for services after June 30, 2010, listed in the BDRC Fee Application in the amount of \$34,500.

2. The BDRC Fee Application is GRANTED to the extent that (a) BDRC seeks final allowance of \$181,000 in compensation previously paid to it for services rendered to Easy Street Partners, LLC (“Easy Street”) from December 2009 through June 2010; (b) BDRC requests payment of a termination fee of \$46,000; (c) BDRC requests payment of \$13,033 for services

rendered to Easy Street during November 2009; (d) final allowance of \$17,981.32 previously paid to BDRC for costs that BDRC incurred in this case from December 2009 through June 2010; and (e) payment of \$527.00 in unpaid costs.

3. BDRC's request for payment of its attorneys fees and costs incurred in connection with the BDRC Fee Application is hereby reserved pursuant to the terms and conditions set forth in the Court's Findings.

4. With the exception of the reservation of attorneys' fees and costs pursuant to paragraph 3 above, BDRC is hereby awarded final compensation in the amount of \$258,541.32 for professional services and expenses rendered and incurred, which fees and expenses are entitled to administrative expense priority under 11 U.S.C. §§ 503(b)(2) and 507(a)(2).

5. Heber Avenue Partners, as the Reorganized Debtor, as that term is defined in the Amended Plan of Reorganization of Easy Street Partners, LLC and WestLB, AG Dated June 16, 2010 [Docket No. 566] (the "Confirmed Plan"), and/or WestLB, as the Plan Funder, as that term is defined in the Confirmed Plan are to pay to BDRC the sum of \$59,560.00, which sum represents all fees and expenses approved by this Order that have not previously been paid and, except for the reservation of fees and costs as set forth in paragraph 3 of this Order, the \$59,560.00 payment constitutes a final and complete payment of compensation to BDRC for fees and expenses that have not previously been paid.

End of Order

Approved as to form and content:
November 1, 2010.

MILLER GUYMON, P.C.

/s/ Blake Miller
Blake Miller
Attorneys for BDRC 4Site, LLC

ORDER SIGNED

Exhibit “D”

Date	Professional	Services Rendered	Hours	Rate	Amount
7/10/2010	BDM	Initial telephone call with Mr. Salinger	0.3	\$325.00	\$97.50
7/12/2010	BDM	Conference call with clients and counsel regarding background of case and client involvement; reviewed documentation supplied by client and counsel for final fee application	0.8	\$325.00	\$260.00
7/13/2010	BDM	Reviewed draft of application and disclosure statement and plan	0.3	\$325.00	\$97.50
7/14/2010	BDM	Reviewed materials supplied by client in support of final fee application; reviewed court docket regarding employment and related orders; commenced revision of final fee application	4.9	\$325.00	\$1,592.50
7/15/2010	BDM	Obtained and reviewed invoices to support cost request for final application; revised final fee application (<i>total time was 5.9 hours -- reduced to 3.5 hours for items related to this application</i>)	3.5	\$325.00	\$1,137.50
7/15/2010	JWA	Discussion with B. Miller regarding fee application; prepared UST summary sheet to support application, including review of past compensation; incorporate summary sheet into final fee application	1.0	\$325.00	\$325.00
7/16/2010	BDM	Reviewed docket to ensure notice; reviewed notice extending dates and new notice of hearing and drafted email to clients regarding same; telephone conference with J. Blatt re appearance at hearing	0.8	\$325.00	\$260.00
8/24/2010	BDM	Preparation for and participation in hearing on fee application (<i>total hours was 4.0 -- reduced to 1.5 for items related to this application</i>)	1.5	\$325.00	\$487.50
8/30/2010	LYP	Research for supplemental memorandum (<i>time only to research WestLB's argument that no fees for application can be awarded</i>)	1.0	\$195.00	\$195.00
10/4/2010	LYP	Continue drafting of supplemental memorandum (<i>total time was 2.7 hours -- time reduced for only items related to this application</i>)	0.5	\$195.00	\$97.50
10/8/2010	BDM	Revised Supplemental memorandum supporting fee application (<i>total hours was 5.2 -- reduced to 1.0 for items related to this application</i>)	1.0	\$325.00	\$325.00
10/19/2010	BDM	Preparation for and participation in final hearing on fee application (total hours was 8.2 -- reduced to 2.0 for items related to this application)	2.0	\$325.00	\$650.00
Total:					\$5,525.00